

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
W.R. GRACE & CO., <i>et. al.</i>	:	Case No. 01-1139 (JKF)
	:	
Debtors	:	(Jointly Administered)
	:	<b>Hearing Date: 09/27/04 @ 12:00 p.m.</b>
	:	<b>Objection Deadline: 09/10/04 @ 4:00 p.m.</b>

**NOTICE OF TWELFTH QUARTERLY FEE APPLICATION  
OF PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX  
CONSULTANTS FOR DEBTORS, FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

**PLEASE TAKE NOTICE** that on May 7, 2004, PricewaterhouseCoopers LLP (“PwC”) filed the *Twelfth Quarterly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants For Debtors, For Allowance of Compensation and Reimbursement of Expenses* for the period January 1, 2004 through March 31, 2004 (the “Applications”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801 (the “Bankruptcy Court”). The Application seeks an order approving the payment of post-petition fees and expenses incurred by PwC on behalf of the Debtors.

**PLEASE TAKE NOTICE THAT** a hearing on this matter will take place on September 27, 2004 at 12:00 noon U.S. Bankruptcy Court, 5490 US Steel Tower, 600 Grant Street, Pittsburgh, Pennsylvania 15219.

**PLEASE TAKE FURTHER NOTICE THAT** objections and other responses to the relief requested in the Applications, if any, must be in writing and be filed with the Bankruptcy Court no later than 4:00 p.m. Eastern Time on **September 10, 2004**.

At the same time, you must also serve a copy of the objections or responses, if any, upon the following: (i) counsel for PwC, Kathleen Miller, Smith, Katzenstein & Furlow, LLP, The Corporate Plaza, 800 Delaware Avenue, P.O. Box 410, Wilmington, DE 19899 (fax number 302-652-8405); (ii) the Debtors, W.R. Grace & Co., Attn: David B. Siegel, Senior Vice President and General Counsel, 7500 Grace Drive, Columbia, MD 21044; (iii) co-counsel for the Debtors, James H.M. Sprayregen, Esquire, Kirkland & Ellis, 200 East Randolph Drive, Chicago, IL 60601 (fax number 312-861-2200), and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington DE 19899-8705 (fax number 302-652-4400); (iv) co-counsel for the debtor-in-possession lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 (fax number 312-993-9767), and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899 (fax number 302-658-6395); (v) counsel for the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Strock & Stroock & Lavan, LLP, 180 Maiden Lane, New York, NY 10038-4982 (fax number 212-806-6006), and Michael R. Lastowski, Esquire, Duane, Morris & Heckscher, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246 (fax number 302-657-4901); (vi) counsel for the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Blvd, Suite 2500, Miami, FL 33131 (fax number 305-374-7593), and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899 (fax number 302-575-1714); (vii) counsel for the Official Committee of Personal Injury Claimants, Elihu

Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, NY 10022 (fax number 212-644-6755), and Matthew G. Zaleski, III, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801 (fax number 302-426-9947); (viii) counsel for the Official Committee of Equity Holders, Philip Bentley, Esquire, Kramer, Levin, Naftalis & Frankel, LLP, 919 Third Avenue, New York, NY 10022 (fax number 212-715-8000), and Theresa K.D. Currier, Esquire, Klett Rooney Lieber & Schorling, 1000 West Street, Suite 1410, Wilmington, DE 19801 (fax number 302-552-4295); (ix) the Fee Auditor, Warren H. Smith, Warren H. Smith & Associates, 900 Jackson Street, 120 Founders Square, Dallas, TX 75202; and (x) the Office of the United States Trustee, Frank J. Perch, Esquire, 844 King Street, Suite 2311, Wilmington, DE 19801 (fax number 302-573-6497).

IF NO OBJECTIONS ARE TIMELY FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF DEMANDED BY THE APPLICATIONS WITHOUT FURTHER NOTICE OR HEARING.

Dated: May 7, 2004

SMITH, KATZENSTEIN & FURLOW LLP

/s/ Kathleen M. Miller

Kathleen M. Miller (Id. No. 2898)

The Corporate Plaza

800 Delaware Avenue

P.O. Box 410

Wilmington, DE 19899 (Courier 19801)

Telephone: 302.652.8400

Telecopy: 302.652.8405

Email: Kmillers@skfdelaware.com

Attorneys for PricewaterhouseCoopers LLP